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September 2, 1998

RECORDATION NO. 21622 FILED

VIA UPS NEXT DAY AIR

SEP 3 '98 1-06 PM

Secretary Vernon A. Williams
Surface Transportation Board
1925 K Street, NW
Suite 700
Washington, DC 20423

RE: *Recordation of Memoranda of Lease Agreement dated as of August 1, 1998 for First Union Rail Corporation/Trinity Industries Leasing Company (the "Trinity Transaction") and Amendment Agreement No. 4 Lease Supplement No. 1, and Lease Supplement No. 2 all dated as of June 30, 1998, for Burlington Northern and Santa Fe Railway Company/First Union Commercial Corporation (the "Burlington Transaction")*

Dear Mr. Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) original Memoranda of Lease Agreement, dated as of August 1, 1998, (referencing the Trinity Transaction Railroad Car Net Lease Agreement and Rider No. 1, both dated as of August 1, 1998) and two (2) Amendment Agreements No. 4, two (2) Lease Supplements No. 1, and Lease Supplements No. 2, all dated as of June 30, 1998, (all referencing the Lease of Railroad Equipment dated as of October 1, 1979). Each is a primary document as defined in the Board's Rules for the Recordation of Documents.

A description of the railroad equipment covered by each of the enclosed documents is set forth on Schedule I (referencing the Trinity Transaction Railroad Car Net Lease Agreement and Rider No. 1), Schedule II (referencing the Burlington Transaction Lease Supplement No. 1), and Schedule III (referencing the Burlington Transaction Lease Supplement No. 2), attached hereto. Also enclosed is a check in the amount of \$104.00 payable to the order of the Surface Transportation Board covering the combined recordation fees.

Please return one (1) stamped original of each of the enclosed documents to me in the enclosed Business Reply Mail envelope.

Secretary Vernon A. Williams
Surface Transportation Board
September 2, 1998
Page 2

If you have any questions regarding these documents or this matter, please do not hesitate to contact me at (704) 331-2444.

Respectfully,

MOORE & VAN ALLEN, PLLC

A handwritten signature in black ink, appearing to read "Stephen D. Pillow". The signature is fluid and cursive, with a large initial "S" and a distinct "P" at the end.

Stephen D. Pillow
Legal Assistant

sdp
Enclosures

cc: Robert V. Baker, Esq. (without enclosures)
M. Matthew Plyler, Esq. (without enclosures)

RECORDED 2/6/98 FILED
SEP 3 '98 1-06 PM

LEASE SUPPLEMENT NO. 2

THIS LEASE SUPPLEMENT NO. 2, dated as of June 30, 1998 and is made by and between THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY ("Lessee") and FIRST UNION COMMERCIAL CORPORATION ("Lessor") and is made under that Lease of Railroad Equipment dated as of October 1, 1979 (as amended, the "Lease") between Lessee (f/k/a Burlington Northern, Inc.) and Bamerilease Capital Corporation, the interest of Bamerilease Capital Corporation having been transferred by merger to BA Leasing & Capital Corporation and thereafter having been acquired by purchase and assignment by Lessor.

1. Description of Equipment:

141	EMD 3,000 H.P. Model SD40-2	BN7206-7220
	Diesel-Electric Locomotives	BN7222-7227
		BN7236-7240
		BN7242-7291
		BN7500
		BN7924-7940
		BN8090-8136

Payment of any amounts owing under the Lease with respect to the above-referenced Equipment shall be made to such account as designated by Lessor, including its successors and assigns.

2. This Lease Supplement is subject to the Lease and other Operative Documents executed and delivered in connection therewith, including all amendments thereto.

N WITNESS WHEREOF, the parties hereto have caused this Lease Supplement No. 2 to be executed and delivered by their respective officers, duly authorized, as of the date first set forth above.

THE BURLINGTON NORTHERN AND SANTA
FE RAILWAY COMPANY (formerly Burlington
Northern Inc.)

By: *Paul J. Weyandt*
Name: Paul J. Weyandt
Title: Asst. Vice President-Finance
and Asst. Treasurer

STATE OF Illinois

COUNTY OF Cook

I, Dorothy V. Schaetzle, a Notary Public of the aforesaid County and State, do hereby certify that personally appeared before me this day and acknowledged that (s)he is the AVP-Fin. & Asst. Treas. of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, and that by authority duly given and as an act of the corporation, the foregoing instrument was signed in its name by its such officer, and attested by herself/himself as such officer and sealed with its common corporate seal.

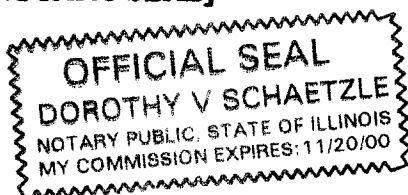
Witness my hand and notarial seal this 4TH day of August, 1998.

Dorothy V. Schaetzle
Notary Public

My Commission Expires:

11/20/00

[NOTARY SEAL]



CHAR21RVBIBANK407183_3

FIRST UNION COMMERCIAL CORPORATION

ATTEST:

Linda Baxter
Assistant Secretary

By: _____

Name: _____

Title: _____

PAUL W. VAN WIE

SENIOR VICE PRESIDENT

STATE OF North Carolina

COUNTY OF Iredell

I, Lisa Knox Carver, a Notary Public of the aforesaid County and State, do hereby certify that personally appeared before me this day and acknowledged that (s)he is the Asst. Secretary, of FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation, and that by authority duly given and as an act of the corporation, the foregoing instrument was signed in its name by its Senior Vice Pres., and attested by herself/himself as Asst. Secretary, and sealed with its common corporate seal.

Witness my hand and notarial seal this 4th day of August, 1998.

Lisa Knox Carver
Notary Public

My Commission Expires:

July 7, 2002

[NOTARY SEAL]

